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FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Viacom International Inc. ("Viacom"), by its attorneys  
~~and pursuant to Section 13206(a)(2) of the Commission's~~

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MAR 25 1993

LARGEST  
"VERTICALLY INTEGRATED"  
BASIC PROGRAM SERVICES

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Program Service	Total Network Cable Subscribers <sup>1</sup>	MSO Ownership <sup>2</sup> (Total # of MSO's Cable Subscribers) <sup>3</sup>	Owned Cable Systems as % of Network Cable Subscribers <sup>4</sup>
Cartoon Net	4,025,000	TCI (9,686,000); TW (6,807,330)	100% +
Court TV	7,000,000	Liberty Media <sup>5</sup> (9,686,000); TW (6,807,330); Cablevision Systems Corp. (1,175,422)	100% +
Video Jukebox Network (The Box)	9,359,000	Liberty Media <sup>5</sup> (9,686,000); Newhouse (1,321,806)	100% +
EI Entertainment Television	21,500,000	TW (6,807,330); Comcast (2,852,000); Continental (2,855,000); Cox (1,714,879); Newhouse (1,321,806)	72.3%
The Learning Channel	18,815,000	TCI (9,686,000); Cox (1,714,789); Newhouse (1,321,806)	67.6%
QVC	45,000,000	Liberty Media <sup>5</sup> (9,686,000); TW (6,807,330); Comcast (2,852,000)	43%
BET	33,900,000	Liberty Media <sup>5</sup> (9,686,000); TW (6,807,330)	48.6%
Headline News Network <sup>*</sup>	51,407,000	TCI (9,686,000); TW (6,807,330)	32%
Comedy Central	26,956,000	Viacom (1,063,000); TW (6,807,330)	29.1%
TBS <sup>*</sup>	57,457,000	TCI (9,686,000); TW (6,807,330)	29%
TNT <sup>*</sup>	58,691,000	TCI (9,686,000); TW (6,807,330)	28%
AMC	43,000,000	Liberty Media <sup>5</sup> (9,686,000); Cablevision (2,002,486)	27.1%
CNN <sup>*</sup>	61,133,000	TCI (9,686,000); TW (6,807,330)	27%
Discovery	58,836,000	TCI (9,686,000); Cox (1,714,789); Newhouse (1,321,806)	21%
Family Channel	57,163,000	Liberty Media <sup>5</sup> (9,686,000)	16.9%
Mind Extension University	20,100,000	Jones Spacelink (1,513,000)	7.5%
Prevue Guide	28,000,000	Scripps-Howard (649,181)	2.3%
VH-1	47,072,000	Viacom (1,063,000)	2.2%
Nickelodeon	58,726,000	Viacom (1,063,000)	1.8%
Lifetime	58,000,000	Viacom (1,063,000)	1.8%
MTV: Music Television	57,285,000	Viacom (1,063,000)	1.8%
Weather Channel	53,381,000	Landmark/Telecable (662,400)	1.2%
Country Music TV	18,064,000	Gaylord Broadcasting (63,195)	0.35%
Nashville Net.	56,938,000	Gaylord Broadcasting (63,195)	0.11%

\* Comcast also has an ownership interest in Turner Broadcasting, see 1991 Comcast Annual Report, as do other large MSOs.

<sup>1</sup> Cablevision, Feb. 8, 1993, at 42 (Network Subscriber Counts).

<sup>2</sup> Based upon Kagan, Cable Network Investor, Aug. 31, 1992, at 6,7. MSO ownership may be less than 100%.

<sup>3</sup> Cablevision, Feb. 22, 1993, at 45 (Top 100 MSOs).

<sup>4</sup> This chart does not reflect the actual extent of carriage by commonly-owned systems, which is only known by each service involved. This chart assumes carriage by 100% of commonly-owned systems and full penetration on those systems; if we assume 50% carriage/penetration, the percentages would be half of those listed (e.g., BET would be 24.3%) and, aside from MEU, no networks would change from above 5% to below 5% on this list.

<sup>5</sup> Liberty Media is owned by Capital Group, John Malone, Harris Assoc. LP, Bob Magness. TCI has a preferred stock investment. Subscriber numbers following Liberty Media are for TCI systems.

**"VERTICALLY INTEGRATED" PREMIUM MOVIE SERVICES**

<b>Program Service</b>	<b>Total Cable Subscribers</b>	<b>MSO Ownership<sup>1</sup> (Total # of MSO's Cable Subscribers)<sup>2</sup></b>	<b>Subscribers on Commonly- Owned Cable Systems</b>	<b>Owned Cable Systems as % of Network Cable Subscribers</b>
Cinemax	6,044,684 <sup>*</sup>	Time Warner (6,807,330)	1,063,837 <sup>*</sup>	17.6%
HBO	16,320,031 <sup>*</sup>	Time Warner (6,807,330)	2,373,799 <sup>*</sup>	14.5%
Showtime	7,458,541 <sup>**</sup>	Viacom (1,063,000)	237,622 <sup>**</sup>	3.2%
The Movie Channel	2,559,676 <sup>**</sup>	Viacom (1,063,000)	79,427 <sup>**</sup>	3.1%

<sup>\*</sup> The Kagan 1992 Census of Cable and Pay TV; data as of 12/31/91; "Subscribers on Commonly-Owned Systems" for Time Warner services includes subscriber counts for Paragon, ATC and Warner Cable.

<sup>\*\*</sup> Subscriber counts provided by Showtime Networks Inc.

<sup>1</sup> Based upon Kagan, Cable Network Investor, Aug. 31, 1992, at 6,7.

<sup>2</sup> Cablevision, Feb. 22, 1993, at 45 (Top 100 MSOs).